

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

CHARLES SCHWAB INVESTMENT
MANAGEMENT, CHARLES SCHWAB & CO.,
INC., AND SCHWAB INVESTMENTS,

Defendants.

Case No. C 11-00136 WHA

**~~PROPOSED~~ ORDER APPOINTING DISTRIBUTION AGENT AND
ESTABLISHING A FAIR FUND**

The Court having reviewed the Securities and Exchange Commission's Unopposed Motion For Appointment of Distribution Agent and For Establishment of Fair Fund, and for good cause shown,

IT IS HEREBY ORDERED:

1. A Fair Fund is created pursuant to Section 308(a) of the Sarbanes Oxley Act of 2002 from the funds deposited in an interest-bearing account, account number 11-cv-00136, under the case name designation "SEC v. Charles Schwab Investment Management, et al.," plus interest earned on these funds, minus any fees that are permitted to be deducted by the Clerk of the Court pursuant to the Final Judgment entered in this case; and

2. Gilardi & Co., LLC is appointed to serve as the Distribution Agent for the Fair Fund.

Dated: April 4, 2011.



JUDGE WILLIAM ALSUP